FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

1335416

OMB APPROVAL

OMB Number: 3235-0076

Estimated average burden hours per response . . . 16.00

SEC USE ONLY								
Prefix Serial								
	1							
DATE	RECEIVED							
1	1							

Name of Offering (check if this is an amendmen	t and name has changed, and indicate change.)		
REF Partners, LP-Offering of Limited	l Partnership Interests	<i>"</i>	
Filing Under (Check box(es) that apply): Rule 5	04 ☐ Rule 505 ☐ Rule 506 ☐ Sectio	n 4(6) 🔲 ULOE 🥢 🔌	
Type of Filing: □ New Filing ⊠□ Amendme	nt	RECEIV	FD War.
	A. BASIC IDENTIFICATION DATA	A PORT OF THE	or San Carlot
1. Enter the information requested about the issuer		//	
Name of Issuer (check if this is an amendment a	nd name has changed, and indicate change.)	// FFR R A	2001 / 1
REF Partners, LP			(3)
Address of Executive Offices	(Number and Street, City, State, Zip Code)	Telephone Númber (Inclu	ding Afea Code)
Cira Centre, 2929 Arch Street, Suite	Philadelphia, PA 19104	267-295-2291	
650	• ,		
Address of Principal Business Operations	(Number and Street, City, State, Zip Code)	Telephone Number (Inclu	ding Area Code)
(if different from Executive Offices)	• • • • • • • • • • • • • • • • • • • •	` `	
Brief Description of Business		<u> </u>	· · · · · · · · · · · · · · · · · · ·
Invest in and hold for an indefinite period	of time, units in Renaissance Instituti	onal Equities Fund. 1	LLC ("Rief
Fund") and may also hold funds in certain			
·			
Type of Business Organization			
	· · · · · · · · · · · · · · · · · · ·	other-limited liability com	pany, formed:
business trust limit	ed partnership, to be formed	P	ROCESSE
	Month Year		
Actual or Estimated Date of Incorporation or Organizat		Actual	FFD 0 = 444=
Jurisdiction of Incorporation or Organization: (Enter ty			FEB 2 7 2007
CN for	Canada; FN for other foreign jurisdiction)	D E	
GENERAL INSTRUCTIONS	<u> </u>		THOMSON
Federal:			FINANCIAL
Who Must File: All issuers making an offering of secu	rities in reliance on an exemption under Regulat	ion D or Section 4(6), 17 C	FR 230.501 et seq. or
15 U.S.C. 77d(6).	-1 0 4 7	aa	1.61.1.1.1.1.10
When to File: A notice must be filed no later than 1 Securities and Exchange Commission (SEC) on the ear			
after the date on which it is due, on the date it was mail			cerved at that address

changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

must be photocopies of the manually signed copy or bear typed or printed signatures.

_ ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

2. Enter the information requested for the following:	
 Each promotor of the issuer, if the issuer has been organized within the past five years; 	
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class issuer; 	of equity securities of th
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership	issuers; and
Each general and managing partner of partnership issuers.	
Check Box(cs) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director	☑ General Partner
Full Name (Last name first, if individual)	
myCIO Wealth Partners, LLC	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Cira Centre, 2929 Arch Street, Suite 650, Philadelphia, PA 19104	
Check Box(es) that Apply:	Manager of GP
Full Name (Last name first, if individual)	
Lees, David	
Business or Residence Address (Number and Street, City, State, Zip Code)	
558 Shellbark Lane, Rosemont, PA 19010	
Check Box(es) that Apply: General and/or	
	Manager of GP
Full Name (Last name first, if individual)	
Biles, James	
Business or Residence Address (Number and Street, City, State, Zip Code)	
127 Catharine Street #9, Philadelphia, PA 19147	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	
un ivane (Bast name 185). Il mutviduar	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and	d/or Managing Partner
Full Name (Last name first, if individual)	
,	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director	General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director	☐General and/or Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	

A. BASIC IDENTIFICATION DATA

	B. INFORMATION ABOUT OFFERING	i	
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		X
	Answer also in Appendix, Column 2, if filing under ULOE.		
2.	What is the minimum investment that will be accepted from any individual?	\$ 250,0	
3	Does the offering permit joint ownership of a single unit?	Yes	No □
	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or		
٠.	similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is		
	an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the		
	broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the		
	information for that broker or dealer only.		
	Name (Last Name first, if individual)		
i ne i be pa	imited partnership interests are being offered and sold by the General Partner of the Partnership. Compensation or commis id in connection with the offer or sale of the limited partnership interests.	sions w	ill not
Busir	ess or Residence Address (Number and Street, City, State, Zip Code)		
Vame	of Associated Broker or Dealer		
· · ·	Of Associated Blokel of Dealer		
State	in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(0	Check "All States" or check individual States)	☐ All	States
[AL] [AK] [AZ] [AR] [CAX] [CO] [CTX] [DEX] [DC] [FLX] [GAX] [HI]	[ID]	
[ILX] [INX] [IA] [KS] [KY] [LA] [MEX] [MD] [MA] [MI] [MN] [MS]	[MO]	
[MT] [NE] [NV] [NH] [NJX] [NM] [NYX] [NCX] [ND] [OH] {OK] {OR] [P	AX]	
[RI] [SC] [SD] [TN] [TXX] [UT] [VT] [VAX] [WA] [WV] [WI] [WYX]	[PR]	
Full 1	Name (Last Name first, if individual)		
Rusir	ess or Residence Address (Number and Street, City, State, Zip Code)		
Jusii	oso or residence readies (realised and succes, only, state, 21p code)		
Vamo	of Associated Broker or Dealer		
State	in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
	Check "All States" or check individual States)	□AII	States
	AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI]	[ID]	
	IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS]	[MO]	
•	MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR]	[PA]	
_	RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY]	[PR]	
	Name (Last Name first, if individual)	[I K	
	vante (Bast Name Hist, if materialar)		
			<u> </u>
Busir	ess or Residence Address (Number and Street, City, State, Zip Code)		
Vamo	of Associated Broker or Dealer		
	in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
((Check "All States" or check individual States)	☐ All	States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI]	[ID]	
_	IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS]	[MO]	
[MT [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR]	[PA]	
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY]	[PR]	<u> </u>

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND US	E OF I	PROCEEDS		
sol bo:	ter the aggregate offering price of securities included in this offering and the total amount already ld. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this x \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and eady exchanged.				
	Type of Security	C	Aggregate Offering Price	Am	ount Already Sold
	Debt	\$	0	\$	0
	Equity			\$	0
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	s	0	\$	0
	Partnership Interests – aggregate amount of offering is unlimited	\$	*	\$ <u>189</u> ,	446,250****
	Other -	\$		\$	0
	Total	\$	*	\$ 189,	446,250****
	Answer also in Appendix, Column 3, if filing under ULOE.				
off the	ter the number of accredited and non-accredited investors who have purchased securities in this fering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate a number of persons who have purchased securities and the aggregate dollar amount of their rehases on the total lines. Enter "0" if answer is "none" or "zero."		Number Investors	Do	Aggregate ollar Amount f Purchases
	Accredited Investors.		96		446,250****
	Non-accredited Investors		0	\$	0
	Total (for filings under Rule 504 only)		96	\$ 180	446,250****
	Answer also in Appendix, Column 4, if filing under ULOE,			¥ <u>100,</u>	**10,250
sec pri	this filing is for an offering under Rule 504 or 505, enter the information requested for all curities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months for to the first sale of securities in this offering. Classify securities by type listed in Part C - uestion 1.				
			Time of	D.	allog Amount
	Type of offering		Type of Security	Do	ollar Amount Sold
	Type of offering Rule 505		- •	Do \$	
			Security	\$\$	Sold
	Rule 505		Security 0	\$\$	Sold 0
	Rule 505		Security 0	\$\$ \$\$	Sold 0 0
sec Th	Rule 505		Security 0 0 0	\$ \$ \$	Sold 0 0
sec Th	Regulation A		Security 0 0 0 0	\$ \$ \$	Sold 0 0
sec Th	Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the curities in this offering. Exclude amounts relating solely to organization expenses of the issuer, he information may be given as subject to future contingencies. If the amount of an expenditure is t known, furnish an estimate and check the box to the left of the estimate.		Security 0 0 0 0	\$ \$ \$	Sold 0 0 0 0
sec Th	Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the curities in this offering. Exclude amounts relating solely to organization expenses of the issuer, the information may be given as subject to future contingencies. If the amount of an expenditure is to known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees.		Security 0 0 0 0	\$ \$ \$	Sold 0 0 0 0
sec Th	Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the curities in this offering. Exclude amounts relating solely to organization expenses of the issuer. He information may be given as subject to future contingencies. If the amount of an expenditure is t known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs.		Security 0 0 0	\$ \$ \$	Sold 0 0 0 0
sec Th	Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the curities in this offering. Exclude amounts relating solely to organization expenses of the issuer, he information may be given as subject to future contingencies. If the amount of an expenditure is t known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. Legal Fees		Security 0 0 0	\$ \$ \$	Sold 0 0 0 0
sec Th	Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the curities in this offering. Exclude amounts relating solely to organization expenses of the issuer, the information may be given as subject to future contingencies. If the amount of an expenditure is to known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. Legal Fees Accounting Fees Engineering Fees		Security 0 0 0 0	\$ \$ \$	Sold 0 0 0 0
sec Th	Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the curities in this offering. Exclude amounts relating solely to organization expenses of the issuer, the information may be given as subject to future contingencies. If the amount of an expenditure is at known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees		Security 0 0 0 0	\$ \$ \$	Sold 0 0 0 0 0

1,							
C. OFFERING PRICE, NUM		· · · · · · · · · · · · · · · · · · ·		E OF PROCEE	DS		
b. Enter the difference between the aggregate of Question I and total expenses furnished in response to "adjusted gross proceeds to the issuer."	Part C - Question 4.a. Thi	s difference is t	he		up to		the offering is alimited
						<u>\$1</u>	89,411,250****
5. Indicate below the amount of the adjusted gross proof for each of the purposes shown. If the amount for any check the box to the left of the estimate. The total of gross proceeds to the issuer set forth in response to Par	purpose is not known, furnis if the payments listed must e	sh an estimate a	nd				
				Payments to Officers, Directors, & Affiliates			Payments To Others
Salaries and fees			\$_	0		\$	0
Purchase of real estate	•••••	🗖	\$_	0	_ 0	\$	0
Purchase, rental or leasing and installation of mach	inery and equipment		\$_	0	_ 0	\$	0
Construction or leasing of plant buildings and facil	ities	🗖	\$_	0		\$	0
Acquisition of other businesses (including the value that may be used in exchange for the assets or secureger)			\$	0		\$	0
Repayment of indebtedness			\$	0		s	0
Working capital			\$	0	— 区	\$ 18	9,411,250****
Other (specify):			\$	0		\$	0
			_	0	_ □	\$	0
Column Totals		X	\$	0	×	\$ 18	9,411,250****
Total Payments Listed (column totals added) ****includes a capital contribution by the general partner				⊠ \$ <u>180</u>	,411,25	0***	*
	D. FEDERAL SIGNAT	URE					
The issuer has duly caused this notice to be signed by the signature constitutes an undertaking by the issuer to furnished by the issuer to any non-accredited	nish to the U.S. Securities a	nd Exchange C	omn	nission, upon w	nder Ru ritten re	le 50 quest	5, the following of its staff, the
Issuer (Print or Type)	Signature			Date	;		
REF Partners, LP	×(B)			Fe	bruar	y /]	3 , 2007
Name of Signer (Print or Type)	Title of Signer (Frint or	Туре)					
myCIO Wealth Partners, LLC, the general partner	Partner						

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
REF Partners, LP	(3)	February '3, 2007
Name (Print or Type)	Title (Print or Type)	· · · · · ·
myClO Wealth Partners, LLC, the	Partner	
general partner		

C. OFFERING PRICE, NUM	IBER OF INVESTORS, EXI	PENSES AND	USI	E OF PROCE	EDS		
b. Enter the difference between the aggregate of Question I and total expenses furnished in response tadjusted gross proceeds to the issuer."	o Part C - Question 4.a. This	difference is t	he		up to	⊠ \$*:	the offering is
					•	ui	nlimited
						\$1	89,411,250****
5. Indicate below the amount of the adjusted gross proof for each of the purposes shown. If the amount for any check the box to the left of the estimate. The total gross proceeds to the issuer set forth in response to Pa	purpose is not known, furnish of the payments listed must ex	n an estimate a	nđ				
				Payments to			
				Officers, Directors, & Affiliates			Payments To Others
Salaries and fees			_		_ 0	\$	0
Purchase of real estate			\$_	0	□	\$	0
Purchase, rental or leasing and installation of mac	hinery and equipment	🗖	\$_	0	_ 0	\$	0
Construction or leasing of plant buildings and faci	lities	🛮	\$_	0	_ =	\$	0
Acquisition of other businesses (including the value that may be used in exchange for the assets or second merger)	ne of securities involved in this urities of another issuer pursua	offering nt to a	\$	0	_	\$	0
Repayment of indebtedness			-	0		_	0
Working capital			_	0		_	9,411,250****
Other (specify):		_	\$ - \$	0			0
	•••			0		-	9
Column Totals			s -	0			9,411,250****
Total Payments Listed (column totals added) ****includes a capital contribution by the general partner			_				
	D. FEDERAL SIGNATU	RE					
The issuer has duly caused this notice to be signed by t signature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-accredited	nish to the U.S. Securities an	d Exchange C	omn	nission, upon w	inder Ru ritten re	le 50 quest	5, the following of its staff, the
Issuer (Print or Type)	Signature			Date			
REF Partners, LP	×(B)			Fe	ebruai	y ľ	3, 2007
Name of Signer (Print or Type)	Title of Signer (Print or T	`ype)		<u> </u>		 '	
myCIO Wealth Partners, LLC, the	Partner						
general partner							

E. STATE SIGNATURE Yes No 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?..... \boxtimes See Appendix, Column, for state response. 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by law. 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. Issuer (Print or Type) Date Signature REF Partners, LP February 13, 2007 Name (Print or Type) Γitle (Print q myCIO Wealth Partners, LLC, the **Partne**

general partner

	C. OFFERING PRICE, NUMBE	R OF INVES	TORS, EXPENSES A	ND	USI	E OF PROCEE	DŞ		<u> </u>
•	p. Enter the difference between the aggregate offeri Question 1 and total expenses furnished in response to P 'adjusted gross proceeds to the issuer."	art C - Questi	on 4.a. This difference	is t	ne		up to	⊠\$ *i	he offering is
							- F		limited
								\$18	39,411,250****
5.	indicate below the amount of the adjusted gross proceed	s to the issuer	used or proposed to be	e us	ed				
1	for each of the purposes shown. If the amount for any pu	rpose is not k	nown, furnish an estima	te ar	nd				
į	check the box to the left of the estimate. The total of the gross proceeds to the issuer set forth in response to Part C	ne payments 1 : - Question 4.	isted must equal the ad b above.	just	ed				
						Payments to			
						Officers, Directors, &			Payments To
						Affiliates			Others
	Salaries and fees	·····	••••••		\$_	0	_ 0	\$	0
	Purchase of real estate	••••••			\$_	0	🗅	\$	0
	Purchase, rental or leasing and installation of machine	ry and equipn	nent		\$_	0		\$	0
	Construction or leasing of plant buildings and facilitie	s			\$_	0		\$	0
	Acquisition of other businesses (including the value o	f securities in	olved in this offering						
	that may be used in exchange for the assets or securiti merger)	es of another	ssuer pursuant to a		\$	0		\$	0
	Repayment of indebtedness	•>>>			\$	0		s	0
	Working capital				s -	0	— ⊠	\$ 18	9,411,250****
	Other (specify):				\$	0			0
					_	0		\$	0
	Column Totals	·····		X	s _	0		\$ <u>18</u>	9,411,250****
	Total Payments Listed (column totals added)				_	⊠ \$180	—),411,25	0***	
****	includes a capital contribution by the general partner of								
-			SIGNATURE						
sign	issuer has duly caused this notice to be signed by the tature constitutes an undertaking by the issuer to furnishmation furnished by the issuer to any non-accredited investigation.	to the U.S.	Securities and Exchang	e C	omn	nission, upon w	nder Ru ritten re	le 50 quest	5, the following of its staff, the
Issu	er (Print or Type)	Signature /				Date	;		· · · · · · · · · · · · · · · · · · ·
R	EF Partners, LP	(SB)	1			Fe	bruai	y 1,	2007
Nan	ne of Signer (Print or Type)		Print or Type)						
	yCIO Wealth Partners, LLC, the	Partner	/						
ge	neral partner	l							

E. STATE SIGNATURE Yes No See Appendix, Column, for state response. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by law. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
REF Partners, LP	KIB)	February 13, 2007
Name (Print or Type)	Title (Print or // ype)	
myCIO Wealth Partners, LLC, the	Partner /	
general partner		

	C. OFFERING PRICE, NUMBER OF INVESTORS, E.	XPENSES AND	USE	OF PROCEE	DŞ		
1	b. Enter the difference between the aggregate offering price given in resp Question 1 and total expenses furnished in response to Part C - Question 4.a. Th "adjusted gross proceeds to the issuer."	is difference is th	e		up to		the offering is nlimited
						<u>\$1</u>	89,411,250****
:	Indicate below the amount of the adjusted gross proceeds to the issuer used or profer each of the purposes shown. If the amount for any purpose is not known, furnished the box to the left of the estimate. The total of the payments listed must gross proceeds to the issuer set forth in response to Part C - Question 4.b above.	sh an estimate an	d				
				Payments to Officers, Directors, & Affiliates			Payments To Others
	Salaries and fees		\$_	0		\$	0
	Purchase of real estate		\$_	0	_ 0	\$	0
	Purchase, rental or leasing and installation of machinery and equipment	🗖	\$_	0		\$	0
	Construction or leasing of plant buildings and facilities		\$_	0		\$	0
	Acquisition of other businesses (including the value of securities involved in that may be used in exchange for the assets or securities of another issuer pursumerger)	uant to a	\$	0	ĽΊ	\$	0
	Repayment of indebtedness		· —	0		\$ \$	0
	Working capital		\$	···	_	_	9,411,250****
	Other (specify):		_	0			0
				0		\$	0
	Column Totals		\$	0	— 	\$ 18	9,411,250****
***	Total Payments Listed (column totals added)* *includes a capital contribution by the general partner of \$250,000			⊠ \$ <u>180</u>	,411,25	0***	*
7	D. FEDERAL SIGNAT	'URE					
sign	issuer has duly caused this notice to be signed by the undersigned duly authorizature constitutes an undertaking by the issuer to furnish to the U.S. Securities armation furnished by the issuer to any non-accredited investor pursuant to paragraph	and Exchange Co	mm	otice is filed un ission, upon w	nder Ru ritten re	ile 50 equest	5, the following t of its staff, the
Issu	er (Print or Type) Signature		-	Date	:		
R	EF Partners, LP			Fe	brua	ry\ ²	2007
Nan	ne of Signer (Print or Type) Title of Signer (Print or	Type)				/	· -

myCIO Wealth Partners, LLC, the general partner

E. STATE SIGNATURE Yes No See Appendix, Column, for state response. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by law. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited

duty authorized person.		
Issuer (Print or Type)	Signature	Date
REF Partners, LP		February\3, 2007
Name (Print or Type)	Title (Print of Type)	
myCIO Wealth Partners, LLC, the	Partner	
general partner		

	C. OFFERING PRICE, NUMBE	R OF INVESTOR	s, expenses an	٧D	USI	OF PROCEE	DS		
	b. Enter the difference between the aggregate offering Question 1 and total expenses furnished in response to Paradjusted gross proceeds to the issuer."	rt C - Question 4.a.	This difference is	s th	ıe		up to		the offering is
							•	u	alimited
								\$ 1	89,411,250****
5.	Indicate below the amount of the adjusted gross proceeds	s to the issuer used	or proposed to be	1106	ad.				
	for each of the purposes shown. If the amount for any pur	pose is not known,	furnish an estimate	e ar	ıd				
	check the box to the left of the estimate. The total of th gross proceeds to the issuer set forth in response to Part C	e payments listed n - Ouestion 4.b abov	nust equal the adju	uste	ed .				
		(Payments to			
						Officers, Directors, &			Payments To
						Affiliates			Others
	Salaries and fees	•••••	•••••		\$_	00	_ 0	\$_	0
	Purchase of real estate		•••••		\$_	0		\$	0
	Purchase, rental or leasing and installation of machine	ry and equipment			\$_	0		\$_	0
	Construction or leasing of plant buildings and facilities	S			\$_	0		\$	0
	Acquisition of other businesses (including the value of	securities involved	in this offering						
	that may be used in exchange for the assets or securities merger)	es of another issuer		П	\$	0		\$	0
	Repayment of indebtedness				_			\$ \$	
	Working capital				_	0	_	_	9,411,250****
	Other (specify):			_	-	0			0
					•	0		\$	-
	Column Totals				<u> </u>	0		· —	9,411,250****
	Total Payments Listed (column totals added)				_				
**	**includes a capital contribution by the general partner of \$	250,000					, ,	-	
_	I). FEDERAL SIG	NATURE				·		
sig	e issuer has duly caused this notice to be signed by the unature constitutes an undertaking by the issuer to furnish	to the U.S. Securi	ties and Exchange	C	omn	ission, upon w	nder Ru ritten re	le 50 ques	5, the following of its staff, the
	ormation furnished by the issuer to any non-accredited inve	estor pursuant to par	agraph (b)(2) of R	ule	502	•			
	uer (Print or Type)	Signature)	•		Date			
	REF Partners, LP	x(SB)				Fe	bruai	'y\?	, 2007
	me of Signer (Print or Type)	Title of Signer (Pri	or Type)						
I	nyCIO Wealth Partners, LLC, the	Partner 🗸	•						

general partner

E. STATE SIGNATURE Yes No See Appendix, Column, for state response. 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by law. 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
REF Partners, LP	X(B)	February 7, 2007
Name (Print or Type)	Title (Print of Type)	
myCIO Wealth Partners, LLC, the	Partner	
general partner		

C. OFFERING PRICE, NUME	ER OF INVEST	ORS, EXPENSES A	ND	USE	OF PROCE	EDŞ		
b. Enter the difference between the aggregate offe Question I and total expenses furnished in response to "adjusted gross proceeds to the issuer."	Part C - Question	4.a. This difference	is tl	ne		up to	₽ \$*	the offering is
				••		up to		alimited
							Œ1	89,411,250****
5. Indicate below the amount of the adjusted gross proceed	oda ta tha ianuan u	and an managed to be					31	39,411,230
for each of the purposes shown. If the amount for any p	ourpose is not know	vn, furnish an estimat	e ar	ıd				
check the box to the left of the estimate. The total of gross proceeds to the issuer set forth in response to Part			usto	:d				
gross proceeds to the issuer set forth in response to rait	C - Question 4.0 a	oove.			Payments to	•		
					Officers,			n . m
					Directors, & Affiliates	,		Payments To Others
Salaries and fees				\$_	0	🗆	\$	0
Purchase of real estate				\$_	0		\$	0
Purchase of real estate				s _	0		\$	0
Construction or leasing of plant buildings and facilit	ies			\$_	0		\$	0
that may be used in exchange for the assets or secur merger)	ities of another issu	er pursuant to a		\$	0		\$	0
Repayment of indebtedness			_	`-	0		· —	0
Working capital				_	0			9,411,250****
Other (specify):			_	* – \$	0			0
				•	0	_		0
Column Totals		· · ·	X	s –	0			9,411,250****
Total Payments Listed (column totals added)				_		 80,411,25	_	
****includes a capital contribution by the general partner of	f \$250,000					, , , , , , ,		
	D. FEDERAL S	IGNATURE						
The issuer has duly caused this notice to be signed by the signature constitutes an undertaking by the issuer to furni	undersigned duly	authorized person.	If t	his n	otice is filed	under Ru	ile 50	5, the following
information furnished by the issuer to any non-accredited in	vestor pursuant to	paragraph (b)(2) of F	tule	502.	iission, upon v	WILLICH IC	ques	. Of its staff, the
Issuer (Print or Type)	Signature				Dat	te		
REF Partners, LP					F	ebrua	ry v	3, 2007
Name of Signer (Print or Type)	Title of Signer	Print or Type)						
myCIO Wealth Partners, LLC, the	Partner							
general partner								

E. STATE SIGNATURE Yes No 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?..... \boxtimes See Appendix, Column, for state response. 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by law. 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. Issuer (Print or Type) Date Signature REF Partners, LP February 13, 2007 Name (Print or Type) Title (Print myCIO Wealth Partners, LLC, the Partnel

general partner

Type of security and aggregate offering price investors in State (Part B-Item 1)		Disqualifunder Stat (if yes, a explanat waiver gi (Part E-I	Rication te ULOE attach tion of ranted) ltem 1)
State Yes No	Amount 0	Yes	
AK			
AZ AR CA X *** 2 \$3,555,000 0 CO CT X *** 4 \$17,107,500 0 DE X *** 3 \$7,770,000 0 DC X *** 1 \$500,000 0 GA X *** 1 \$500,000 0 HI ID			
AR			
CA X *** 2 \$3,555,000 0 CO			
CO			
CT X **** 4 \$17,107,500 0 DE X **** 3 \$7,770,000 0 DC X **** 1 \$500,000 0 FL X **** 8 \$7,121,500 0 GA X **** 1 \$500,000 0 HI ID ID ID ID ID	0		X
DE X *** 3 \$7,770,000 0 DC X **** 1 \$500,000 0 FL X *** 8 \$7,121,500 0 GA X *** 1 \$500,000 0 HI ID ID ID ID ID	0		
DC X *** 1 \$500,000 0 FL X *** 8 \$7,121,500 0 GA X *** 1 \$500,000 0 HI ID ID			X
FL X *** 8 \$7,121,500 0 GA X *** 1 \$500,000 0 HI ID	0		х
GA X *** 1 \$500,000 0 HI ID	0		X
HI ID	0		х
ID	0		X
IL X *** 3 \$7.250,000 0			
1 1	0		x
IN X *** 1 \$250,000 0	0		х
IA			
KS			
KY			
LA			
ME X *** 1 \$1,000,000 0	0		х
MD X *** 2 \$3,800,000 0	0		х
MA			
MI			
MN X *** 1 \$500,000 0	1		х
MS	0		
мо	0	-	

^{***} the offering is unlimited

^{****}total sales to date include a \$250,000 capital contribution by the general partner and contributions by Bermuda investors. $\frac{440090,12}{1307}$

Α	p	P	F	N	n	i	Y

					APPENDIX		<u> </u>		
1	2. 3								5 lification
	to non-a investor	d to sell accredited as in State	Type of security and aggregate offering price offered in state		under State ULOE (if yes, attach explanation of waiver granted)				
	(Part B	I-Item 1)	(Part C-Item 1)		(Part E	-Item 1)			
State	Yes	No	Units of Limited Partnership Interest	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МТ									
NE	<u></u>								
NV	<u>.</u>								
NH		<u> </u>							
NJ		X	***	9	\$10,250,000	0	0		Х
NM									
NY		X	, ***	5	\$4,250,000	0	0		х
NC		X	***	2	\$786,000	0	0		х
ND									
ОН		X	***	1	\$250,000	0	0		Х
ок									
OR				_					
PA		Х	***	45	\$97,037,150	0	0		х
RI		<u> </u>							
SC		İ							
SD									
TN		1							
TX	1	<u> </u>	***	2	\$2,000,000	0	0		x
UT									
VT	ļ 				<u> </u>				
VA	<u> </u>	X	***	2	\$900,000	0	0		Х
WA									
wv		i 1							
WI									
WY		X	***	4	\$6,010,000				Х
PR									
****	tal salas				1 0 10				

^{****}total sales to date include a capital contribution by General Partner of \$250,000 and contributions by Bermuda investors.